



**Campbellford Memorial Hospital**  
**Board of Directors Meeting**  
 Tuesday, November 29<sup>th</sup>, 2022 @ 4:00 PM

**PRESENT:** Kevin Huestis (Chair), Carrie Hayward, Liz Mathewson, Michael Bunn, Trish Wood, Jennifer Glover, Sandra Conley, Glen Wood, Marg Carter, Bruce Thompson, Robbie Beatty, Dr. Dimitri Louvish, Nicole Wood, Eric Hanna, Doug Hunt

**REGRETS:** Sandra Simon, Claire Robertson, Dr. Kelly Parks, Sandra Chapman, Nancy French, Paul Nichols,

**GUESTS:** Peter Mitchell (Recorder), Karen Guy (HR Manager), Adam Kolisnyk (VP Corporate Services/CFO),

AGENDA ITEMS & DISCUSSION	DECISION POINTS
1. <b>CALL TO ORDER</b>	Kevin Huestis Called the Meeting to Order at 4:03 PM.
1.1 Confirmation of Quorum	A Quorum was confirmed.
1.2 Approval of Agenda  Carrie Hayward added section on Business Arising related to OFA loan. Added as Agenda Item 4.3.  Marg Carter added membership of Executive Committee as Agenda Item 4.4.  The board determined that section 2.1 would be moved to In-Camera.	Glen Wood Moved that the Agenda be Approved as Amended.  Seconded by Carrie Hayward.  Carried.
1.3 Declaration of Conflicts of Interest	No conflicts were declared.
1.4 Introduction of Dr. Dimitri Louvish  Eric Hanna introduced Dr. Dimitri Louvish and welcomed him to his new role at the hospital.	

2. <b>EDUCATION SESSION – MOVED TO IN-CAMERA SESSION</b>	
2.1 Physician Credentialing – Moved to In-Camera Session	
<b>3. CONSENT AGENDA</b> <i>(The following items/recommendations have been identified as part of the consent agenda for the regular meeting. Directors are encouraged to contact the Board Chair, CEO or EA to the CEO/Board in advance of the meeting if there are questions about a listed consent agenda item. Any Director may request that any of the Materials be moved to the Board or Committee meeting agenda.)</i>	Glen Wood Moved the Consent Agenda be Approved as Circulated.  Seconded by Robbie Beatty.  Carried.
3.1 Summary of Motions in Consent Agenda	
3.2 Board of Director Meeting Minutes, October 25 <sup>th</sup> , 2022	
3.3 Draft Governance Committee Meeting Minutes, November 8 <sup>th</sup> , 2022	
3.4 Board and Committee Meeting Reports and Background Materials (Policy 5-020)	
3.5 Board Chair Position Description (Policy 5-050)	
3.6 Board of Directors Declaration and Policy Form (Policy 5-100)	
3.7 Draft Resource/Audit Committee Meeting Minutes, November 22 <sup>nd</sup> , 2022	
3.8 Financial Statements Q2	
3.9 BPSA Compliance Reports Expense Claims (Apr-Sept 2022)	
3.10 Quarterly Compliance Certificate – Q2	
3.11 Talent Management Plan	
3.12 Investments Policy (Policy 3-030)	
3.13 CIS Newco Briefing Note/Motion	
3.14 Chief of Staff Motion	

3.15 Foundation Report and Auxiliary Report	
<b>4. BUSINESS ARISING/COMMITTEE MATTERS</b>	
<p data-bbox="142 228 457 253">4.1 Consent Agenda Policy</p> <p data-bbox="109 326 1150 516">Michael Bunn noted that this is a new policy that deals specifically with the consent agenda. He noted that the consent agenda was previously covered under a different policy and that this information has been removed from that policy and expanded on to create the new policy. Michael presented the policy and highlighted the changes and additions and asked that the board approve the policy.</p> <p data-bbox="109 589 1163 735">Sandra Conley also noted that committee minutes that are presented to the board are in draft form for information only, as they are not approved until they go back to the committee. She also noted that a summary of the consent agenda motions will be included in the meeting packages going forward.</p>	<p data-bbox="1220 228 1990 289">Marg Carter Moved that the Consent Agenda Policy be Approved as Circulated.</p> <p data-bbox="1220 350 1518 375">Seconded by Glen Wood.</p> <p data-bbox="1220 436 1310 461">Carried.</p>
4.2 CMH Bylaws	
<p data-bbox="174 826 678 850">4.2.1 Summary of Changes to CMH Bylaws</p> <p data-bbox="109 924 1146 992">Michael Bunn summarized the changes to the bylaws that were presented to the board prior to the meeting.</p> <p data-bbox="109 1062 732 1089">The board agreed to make a few additional changes:</p> <ul data-bbox="159 1162 1142 1276" style="list-style-type: none"> <li data-bbox="159 1162 993 1190">• The descriptions section prior to Article 1 was edited for grammar.</li> <li data-bbox="159 1203 653 1230">• Section 11.2 was edited for grammar.</li> <li data-bbox="159 1243 1142 1271">• The title was renamed Campbellford Memorial Hospital Administrative By-laws</li> </ul>	<p data-bbox="1220 826 1906 886">Marg Carter Moved that the CMH By-laws be Approved as Amended.</p> <p data-bbox="1220 948 1545 976">Seconded by Sandra Conley</p> <p data-bbox="1220 1037 1304 1062">Carried</p> <p data-bbox="1220 1123 1955 1183">The By-laws will be brought forward to the 2023 AGM for final corporation approval.</p>
4.3 OFA Loan	<p data-bbox="1220 1299 1318 1323"><b>Motion:</b></p> <p data-bbox="1220 1369 1709 1393"><b>NOW THEREFORE BE IT RESOLVED THAT:</b></p>

<p>Carrie Hayward summarized the proposed OFA loan and informed the board that the Resources/Audit Committee had proposed to investigate whether pursuing this loan with the OFA would be more cost effective than the existing loan. The committee determined that it was and Carrie asked that the board approve the pre-circulated motion.</p>	<ol style="list-style-type: none"> <li>1. The board of directors approves the Corporation borrowing from the OFA up to a maximum principal amount of \$2,100,000 (the “<b>Principal Amount</b>”).</li> <li>2. The board of directors approves the budget for the Corporation’s costs arising from the implementation of the Epic Hospital Information System project, as presented to the board of directors.</li> <li>3. The Board approves the Corporation: (i) entering into a loan agreement in substantially the form of the loan agreement presented to the Board in order to borrow the Principal Amount from the OFA; and (ii) delivering and performing such loan agreement and the Corporation’s rights and obligations as set out therein.</li> <li>4. Any two officers or directors of the Corporation, or any officer together with any director of the Corporation, are hereby authorized and directed to do, execute or perform, or have done, executed or performed, all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing.</li> </ol> <p>Moved by Carrie Hayward.</p> <p>Seconded by Michael Bunn.</p> <p>Carried.</p>
<p>4.4 Executive Committee Membership</p> <p>Marg Carter noted that the bylaws stipulate the executive committee membership needs to be amended to include Carrie Hayward.</p>	<p><b>Motion:</b></p> <p>The Board of Directors hereby appoints Carrie Hayward to the Executive Committee.</p> <p>Moved by Sandra Conley</p>

	<p>Seconded by Marg Carter.</p> <p>Carried.</p>
<b>5. DINNER BREAK</b>	
<b>6. NEW BUSINESS</b>	
6.1 Risk Management	
<p>6.1.1 CMH Risk Profile</p> <p>Adam Kolisnyk presented the risk profile as circulated prior to the meeting. Glen Wood asked what the criteria for a serious risk is and Adam noted that the HIRROC definition states anything that scores over 20 on the risk registry should be classified as a serious risk. Adam noted that our average risk score is 14.3 and anything over that is a concern and monitored.</p> <p>Adam further summarized how these risks are calculated, presented his risk registry and how he creates it and summarized the top three risks as circulated in the board package.</p>	<p>It was determined that HIRROC will come to a future board or resource committee meeting to provide an overview of risk management as an educational session.</p>
<p>6.1.2 What is the Board doing to encourage speaking up across the organization about potential risk and unsafe practices?</p> <p>Adam Kolisnyk provided a brief overview of what hospital management is doing to encourage communication throughout the hospital about potential risks. This includes:</p> <ul style="list-style-type: none"> <li>• creating the new risk coordinator position,</li> <li>• managers being on the risk management committee,</li> <li>• and education for all staff.</li> </ul> <p>Eric Hanna noted the board also has strategic priorities related to infrastructure and that monitoring them is a way the board is addressing risk. Eric suggested that going forward</p>	

<p>the board should consider setting further strategic goals related to infrastructure to help reduce risk related to the facility.</p>	
<p>6.2 Establish Performance Review Process for CEO and Chief of Staff</p> <p>The board noted that most of the time these reviews are tied to the success of achieving the corporation’s strategic goals. As a result it may be difficult to review both the Chief of Staff and CEO following this fiscal year as both will be new and were not involved in the setting or a significant portion of the achievement, or lack thereof, of this year’s goals.</p> <p>Kevin Huestis noted that in the past we had a third party come in and do the review.</p> <p>Carrie Hayward noted that when the new CEO is hired the board needs to ensure they are laying out what the expectations are as they relate to accomplishing the hospital’s strategic goals so the can be better evaluated.</p> <p>There was also an agreement that a 360 evaluation would be useful, but perhaps not needed every year.</p> <p>Marg Carter noted that in her experience having outside consultants was not always useful as they don’t always have a proper idea of what the organization is actually like making it difficult to provide a fulsome evaluation.</p> <p>Dr. Louvish noted that in his past work with the Saskatchewan Health Authority they would do town halls in various committees/with stakeholders to get feedback on how they viewed the results of initiatives undertaken.</p> <p>There was a discussion to potentially but this to the Governance or Executive committee to determine a more fulsome process.</p>	<p>During the Winter Retreat the board will create a framework for how performance evaluations for the CEO and COS will occur.</p> <p>Kevin Huestis will look into convening the Executive/Compensation committee to create a draft framework.</p>

<p>Carrie suggested that the COS and CEO should inform the board what they would like to deliver on and present to the board for feedback. Once agreed upon the board can provide feedback within the first month or two on the path forward towards a more thorough evaluation later.</p>	
<p><b>7. REPORTS</b></p>	
<p>7.1 Chief of Staff Report – Deferred</p>	
<p>7.2 Interim President and Chief Executive Officer Report</p> <p>Prior to CEO Hanna presenting his report Kevin Huestis acknowledged that last week marked Eric Hanna’s one year anniversary as CEO.</p> <p>Eric presented his CEO report as circulated prior to the meeting and added that he has confirmed a meeting with the Minister of Long Term Care on December 14<sup>th</sup> to discuss redevelopment plans. He also noted that the Municipality of Trent Hills has put in a delegation request at ROMA to meet with Minister Jones about our redevelopment. MPP Piccini is aware of this request. He also informed the board that he is submitting a delegation to six different local councils over the next 8 weeks.</p> <p>Eric also noted that we are starting a sign advocacy campaign with local groups, in particular the Lions and Rotary clubs to put up lawn signs advocating for approval of the hospital and that we will be doing a media release and social media campaign to promote it.</p>	<p>EA will send the schedule of delegations to the board.</p>
<p><b>8. FUTURE AGENDA ITEMS</b></p>	
<p><b>9. NEXT MEETING DATE – January 31<sup>st</sup>, 2023</b></p>	
<p><b>10. MOTION TO ADJOURN THE OPEN MEETING &amp; MOVE INTO THE IN-CAMERA MEETING</b></p>	<p>Trish Wood Moved to Adjourn the meeting and move into the In-Camera Session.</p> <p>Seconded by Bruce Thompson.</p>

	Carried.
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